

## **Responsibilities of the Group Chair, Group Chief Executive and Senior Independent Director**

The key responsibilities of the Group Chair, Group Chief Executive and Senior Independent Director are as follows:

### **GROUP CHAIR**

#### **Board Leadership**

- Chair and oversee the performance of the Board, ensuring its effectiveness in all aspects of its role and set a Board agenda, which is primarily focused on strategy, performance, value creation and accountability, ensuring that issues relevant to these areas are reserved for Board decision.
- Ensure, in conjunction with the Group Chief Executive, that the Board determines the nature and extent of the material risks the Group is willing to embrace in the implementation of its strategy.
- Ensure that the directors receive accurate, high quality and timely information and reports to enable them to effectively monitor all aspects of the Group's business.
- Ensure the Board has effective decision-making processes, is fully apprised of the Group's strategic direction and has the opportunity to debate and contribute to major proposals. Ensure the Board's Committees are properly structured with appropriate terms of reference.
- Chair the SC PLC Board Governance and Nomination Committee and SC Bank Court Nomination Committee ensuring regular consideration of succession planning and the composition of the respective Board and its Committees.
- Facilitate the effective contribution of non-executive directors and encourage open constructive communication, both in and outside the Boardroom, between the non-executive directors and the executive team.
- Hold meetings with the non-executive directors, without the executive directors being present.
- Lead the development of the Group's culture by the Board.

#### **Stakeholder Relationships**

- In conjunction with the Group Chief Executive ensure effective engagement with shareholders, including ensuring their views are communicated to the Board as a whole.
- Ensure, in conjunction with the Group Chief Executive, effective engagement with stakeholders to understand issues and develop relationships, in particular clients and customers, employees, governments and regulators, business partners, rating agencies, the media, special interest groups who have legitimate concerns or involvement and the communities in which the Group operates.

#### **Governance**

- Promote high standards of integrity, probity, ethics, diversity & inclusion.
- Ensure that the Group operates to the highest standards of corporate governance.
- Consult the Senior Independent Director on board matters in accordance with the UK and Hong Kong Corporate Governance Codes.

## **Board Induction, Evaluation and Development**

- Lead an evaluation of the performance of the Board, its Committees and individual directors at least once a year, and act on the results by recognising the strengths and addressing the weaknesses of the Board.
- Oversee the assessment of fitness and propriety of those non-executive directors who are in scope of the Senior Managers Regime and the related notification requirements to the Prudential Regulation Authority.
- Lead on matters of director development, including the development and monitoring effective implementation of policies and procedures for the induction, training and professional development of all directors and regular reviews with all directors.

## **GROUP CHIEF EXECUTIVE**

### **Strategy and Management**

- Develop the strategy of the Group for Board consideration and approval.
- Lead the Management Team in effecting the Board's, and where applicable its Committees' decisions, including delivering the strategy.
- Build and maintain an effective top management team capable of delivering the Group's strategy and commercial objectives and identify, develop and recruit new talent to ensure effective succession to top management positions.
- Ensure in conjunction with the Group Chair, that the Board determines the nature and extent of the material risks the Group is willing to embrace in the implementation of its strategy.
- Manage and control all aspects of the Group's businesses, ensuring that the Group's operations are conducted within legal and regulatory requirements.
- Ensure the development and maintain the Group's business model by the Board.
- Keep under review the integrity of all control systems and management processes including risk management.
- Oversee the adoption of the Group's culture in the day-to-day management of the Group.
- Monitor effective implementation of policies and procedures for the induction, training and professional development of senior management, other than members of the Board.

### **The Board**

- Ensure that the Board and its Committees receive sufficient information and reports to enable them to maintain effective oversight of the Group's activities.
- Provide input and make recommendations to the Governance and Nomination Committee with particular reference to the executive membership of the Board.
- Support the Group Chair and the Company Secretary, to secure compliance across the Group with the Board's approved procedures including the Schedule of Matters Reserved to the Board.

### **Stakeholder Relationships**

- Lead the effective engagement with stakeholders to understand issues and develop relationships, in particular clients and customers, employees, governments and regulators, business partners, rating agencies, the media, special interest groups who have legitimate concerns or involvement and the communities in which the Group operates.

- With the support of the Group Chair, ensure effective communication and engagement with shareholders.

#### **Governance**

- Support the Group Chair and Group Company Secretary in relation to all aspects of corporate governance.
- Support the Group Chair in promoting high standards of integrity, probity, ethics, diversity & inclusion.
- Ensure compliance with the Group's obligations in relation to its Management Responsibilities Map (as required under the UK Banking Reform Act).
- Responsible for the Group's performance of its obligations under the senior management regime and the certification rules.
- Allocate all prescribed responsibilities in accordance with the Group's regulatory obligations.

#### **SENIOR INDEPENDENT DIRECTOR**

- Acting as a sounding board for the Group Chair.
- Serving as an intermediary for the other directors and shareholders.
- Be available to shareholders if they have concerns that contact through the normal channels of the Chair, Chief Executive or other Executive Directors has failed to resolve, or for which such contact is inappropriate.
- Leading the other non-executives in the evaluation of the Group Chair's performance.
- Responsible for an orderly succession process for the Group Chair, working closely with the SCPLC Board Governance and Nomination and SC Bank Court Nomination Committees.